UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

CAMBRIDGE PLACE INVESTMENT MANAGEMENT, INC.,

Plaintiffs,

V.

MORGAN STANLEY & CO., INC.; CITIGROUP GLOBAL MARKETS INC.; CREDIT SUISSE SECURITIES (USA) LLC: RBS SECURITIES, INC.; DEUTSCHE BANK SECURITIES, INC.; MERRILL LYNCH, PIERCE, FENNER & SMITH, INC.; UBS SECURITIES LLC; GOLDMAN. SACHS & CO.; J.P. MORGAN SECURITIES INC.; COUNTRYWIDE SECURITIES CORPORATION; FBR CAPITAL MARKETS & CO., HSBC SECURITIES (USA), INC.; BANC OF AMERICA SECURITIES LLC; RESIDENTIAL FUNDING SECURITIES, LLC; BARCLAYS CAPITAL INC.; ACCREDITED MORTGAGE LOAN REIT TRUST; ACE SECURITIES CORPORATION; AEGIS ASSET BACKED SECURITIES CORPORATION; AMERICAN HOME MORTGAGE ASSETS LLC.: AMERIQUEST MORTGAGE SECURITIES INC.; ARGENT SECURITIES INC.; ASSET BACKED FUNDING CORPORATION; ASSET BACKED SECURITIES CORPORATION: BANC OF AMERICA MORTGAGE SECURITIES, INC.: BCAP LLC; BEAR STEARNS ASSET BACKED SECURITIES I LLC: CITIGROUP MORTGAGE LOAN TRUST INC.; CREDIT SUISSE FIRST **BOSTON MORTGAGE SECURITIES** CORP.; CWABS, INC.; CWALT, INC.; FBR SECURITIZATION, INC.; FIELDSTONE MORTGAGE INVESTMENT CORPORATION: FINANCIAL ASSET SECURITIES CORP.; FREMONT MORTGAGE SECURITIES CORPORATION; GS MORTGAGE

Civil Action No. 1:10-CV-11376-NMG

DEFENDANTS' ASSENTED TO MOTION FOR LEAVE TO FILE REPLY TO PLAINTIFF'S OPPOSITION TO DEFENDANTS' JOINT MOTION FOR LEAVE TO TAKE JURISDICTIONAL DISCOVERY

[CAPTION CONTINUED ON NEXT PAGE]

SECURITIES CORP.; HSI ASSET SECURITIZATION CORPORATION; J.P. MORGAN ACCEPTANCE CORPORATION I; LONG BEACH SECURITIES CORP.: MERRILL LYNCH MORTGAGE INVESTORS, INC.: MORGAN STANLEY ABS CAPITAL I INC.; MORGAN STANLEY CAPITAL I INC.; MORTGAGE ASSET SECURITIZATION TRANSACTIONS, INC.; NATIONSTAR FUNDING LLC; NEW CENTURY MORTGAGE SECURITIES LLC; NEW CENTURY MORTGAGE SECURITIES, INC.: NOVASTAR MORTGAGE FUNDING CORPORATION; PARK PLACE SECURITIES, INC.; PEOPLE'S CHOICE HOME LOAN SECURITIES CORP.; POPULAR ABS, INC.; RESIDENTIAL ACCREDIT LOANS, INC.; RESIDENTIAL ASSET MORTGAGE PRODUCTS, INC.; RESIDENTIAL ASSET SECURITIES CORPORATION; SACO I INC.; SAXON ASSET SECURITIES COMPANY; SECURITIZED ASSET BACKED RECEIVABLES LLC; STANWICH ASSET ACCEPTANCE COMPANY, L.L.C.; STRUCTURED ASSET MORTGAGE INVESTMENTS II INC.; and WASHINGTON MUTUAL MORTGAGE SECURITIES CORP.

Defendants.

Defendants Barclays Capital Inc., BCAP LLC, Securitized Asset Backed Receivables LLC, Credit Suisse Securities (USA) LLC, Credit Suisse First Boston Mortgage Securities Corp., Asset Backed Securities Corporation, Goldman, Sachs & Co., GS Mortgage Securities Corp., Morgan Stanley & Co. Incorporated, Morgan Stanley ABS Capital I Inc., Morgan Stanley Capital I Inc., Saxon Asset Securities Company, Citigroup Global Markets Inc., Citigroup Mortgage Loan Trust Inc., UBS Securities LLC, Mortgage Asset Securitization Transactions, Inc., Banc of America Securities LLC, Banc of America Mortgage Securities, Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc., Merrill Lynch Mortgage Investors, Inc., Asset Backed Funding Corporation, RBS Securities, Inc., Financial Asset Securities Corp., Countrywide Securities Corporation, CWABS, Inc., CWALT, Inc., J.P. Morgan Securities, Inc., J.P. Morgan Acceptance Corporation I, Bear Stearns Asset Backed Securities I LLC, Long Beach Securities Corp., Washington Mutual Mortgage Securities Corp., SACO I Inc., Structured Asset Mortgage Investments II Inc., Residential Funding Securities, LLC, Residential Accredit Loans, Inc., Residential Asset Mortgage Products, Inc., Residential Asset Securities Corporation, HSBC Securities (USA), Inc., HSI Asset Securitization Corporation, FBR Securitization, Inc., FBR Capital Markets & Co., Ameriquest Mortgage Securities, Inc., Argent Securities, Inc., Park Place Securities, Inc., Novastar Mortgage Funding Corporation, Aegis Asset Backed Securities Corporation, Nationstar Funding LLC, Stanwich Asset Acceptance Company LLC, Deutsche Bank Securities, Inc., Ace Securities Corp., Popular ABS, Inc. and Fremont Mortgage Securities Corporation (collectively, "Defendants"), respectfully request leave to file a Reply to Plaintiff's Memorandum of Law in Opposition to Defendants' Joint Motion for Leave to Take Jurisdictional Discovery ("Plaintiff's Opposition").

Plaintiff's Opposition consists of 19 pages and contains 36 footnotes, and is supported by a declaration that attaches 9 exhibits. In the Reply, Defendants will address the various factual and legal arguments raised in Plaintiff's Opposition.

Plaintiff consents to this motion on the condition that the Reply brief be filed by 12:00 p.m. on November 5, 2010 and be no longer than 10 pages, to which Defendants agree.

WHEREFORE, Defendants respectfully request that this Court enter an order permitting Defendants to file by 12 p.m. on November 5, 2010, a Reply to Plaintiff's Memorandum of Law in Opposition to Defendants' Joint Motion for Leave to Take Jurisdictional Discovery, and that the Reply be no more than ten pages.

Dated: November 2, 2010 Respectfully submitted,

BARCLAYS CAPITAL INC., BCAP LLC AND SECURITIZED ASSET BACKED RECEIVABLES LLC,

By their attorneys,

/s/ Gary R. Greenberg

Joseph P. Davis III (BBO #551111) Gary R. Greenberg (BBO #209420) GREENBERG TRAURIG, LLP One International Place Boston, MA 02110 Tel: (617) 310-6000 Fax: (617) 310-6001

Fax: (617) 310-6001 davisjo@gtlaw.com greenbergg@gtlaw.com

Joseph J. Frank (admitted *pro hac vice*) Steven J. Fink (admitted *pro hac vice*) Matthew L. Craner (admitted *pro hac vice*) ORRICK HERRINGTON & SUTCLIFFE LLP 51 W. 52nd Street New York, New York 10019 Tel: (212) 506-5155

Fax: (212) 506-5155

CREDIT SUISSE SECURITIES (USA) LLC, CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP., AND ASSET BACKED SECURITIES CORPORATION,

By their attorneys,

/s/ Stephen D. Poss

Stephen D. Poss (BBO #551760) GOODWIN PROCTER LLP Exchange Place 53 State Street Boston, MA 02109 Tel: (617) 570-1000

Fax: (617) 523-1231

Richard W. Clary
Michael T. Reynolds
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475

Tel: (212) 474-1000 Fax: (212) 474-3700

GOLDMAN, SACHS & CO. AND GS MORTGAGE SECURITIES CORP.,

By their attorneys,

/s/ Richard H. Klapper

Richard H. Klapper
Theodore Edelman
Harsh N. Trivedi
Christopher J. Dunne
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004-2498

Tel: (212) 558-4000 Fax: (212) 558-3588 Admitted via *pro hac vice* MORGAN STANLEY & CO. INCORPORATED, MORGAN STANLEY ABS CAPITAL I INC., MORGAN STANLEY CAPITAL I INC., AND SAXON ASSET SECURITIES COMPANY,

By its attorneys,

/s/ Brandon L. Bigelow

James P. Rouhandeh (pro hac vice) William J. Fenrich (pro hac vice) Daniel J. Schwartz (pro hac vice) Davis Polk & Wardwell LLP 450 Lexington Avenue New York, New York 10017 Tel: (212) 450-4000 Fax: (212) 701-5800 rouhandeh@davispolk.com william.fenrich@davispolk.com

daniel.schwartz@davispolk.com

Frances S. Cohen, BBO #542811
Brandon L. Bigelow, BBO #651143
BINGHAM MCCUTCHEN LLP
One Federal Street
Boston, Massachusetts 02110
Tel: (617) 951-8000
Fax: (617) 951-8736
frances.cohen@bingham.com
brandon.bigelow@bingham.com

CITIGROUP GLOBAL MARKETS INC. AND CITIGROUP MORTGAGE LOAN TRUST INC.,

By their attorneys,

/s/ Susanna M. Buergel

Brad S. Karp (admitted *pro hac vice*)
Charles E. Davidow (admitted *pro hac vice*)
Susanna M. Buergel (admitted *pro hac vice*)
PAUL, WEISS, RIFKIND, WHARTON & GARRISON
LLP

1285 Avenue of the Americas New York, New York 10019-6064

Tel: (212) 373-3000 Fax: (212) 492-0553 sbuergel@paulweiss.com

Franklin H. Levy (BBO #297720) Katherine Y. Fergus (BBO #637989) DUANE MORRIS LLP 470 Atlantic Avenue, Suite 500 Boston, Massachusetts 02210-2243

Tel: (857) 488-4200 Fax: (857) 488-4201 fhlevy@duanemorris.com kyfergus@duanemorris.com UBS SECURITIES LLC AND MORTGAGE ASSET SECURITIZATION TRANSACTIONS, INC.,

By their attorneys,

/s/ Kathy B. Weinman

Kathy B. Weinman (BBO # 541993) Jennifer M. Ryan (BBO # 661498) DWYER & COLLORA, LLP 600 Atlantic Avenue, 12th Floor Boston, MA 02210-2211 Tel: (617) 371-1000

Fax: (617) 371-1000

Barry G. Sher (admitted pro hac vice)
James R. Bliss (admitted pro hac vice)
Anthony Antonelli (admitted pro hac vice)
PAUL, HASTINGS, JANOFSKY & WALKER LLP
Park Avenue Tower
75 E. 55th Street, First Floor
New York, NY 10022-3205

Tel: (212) 318-6000 Fax: (212) 319-4090 BANC OF AMERICA SECURITIES LLC, BANC OF AMERICA MORTGAGE SECURITIES, MERRILL LYNCH, PIERCE, FENNER & SMITH INC., MERRILL LYNCH MORTGAGE INVESTORS, INC., ASSET BACKED FUNDING CORPORATION, RBS SECURITIES, INC. AND FINANCIAL ASSET SECURITIES CORP.,

By their attorneys,

/s/ Jeffrey B. Rudman

Jeffrey B. Rudman (BBO #433380) Andrea J. Robinson (BBO #556337) Christopher B. Zimmerman (BBO #653854) Adam J. Hornstine (BBO #666296) Brian J. Boyle Jr. (BBO #676683) Kathertine B. Dirks (BBO #673674) WILMERHALE 60 State Street Boston, MA 02109

Tel: (617) 526-6000 Fax: (617) 526-5000

COUNTRYWIDE SECURITIES CORPORATION, CWABS, INC. AND CWALT, INC.,

By their attorneys,

/s/ Brian E. Pastuszenski

Brian E. Pastuszenski (BBO #391030) John O. Farley (BBO #661296) Daniel Roeser (BBO #675223) GOODWIN PROCTER LLP Exchange Place 53 State Street Boston, MA 02109

Tel: (617) 570-1000 Fax: (617) 523-1231 J.P. MORGAN SECURITIES, INC., J.P. MORGAN ACCEPTANCE CORPORATION I, BEAR STEARNS ASSET BACKED SECURITIES I LLC, LONG BEACH SECURITIES CORP., WASHINGTON MUTUAL MORTGAGE SECURITIES CORP., SACO I INC., AND STRUCTURED ASSET MORTGAGE INVESTMENTS II INC.,

By their attorneys,

/s/ Beth I.Z. Boland

Beth I.Z. Boland (BBO #553654) Nikki Jean Fisher (BBO #660268) BINGHAM MCCUTCHEN LLP One Federal Street Boston, Massachusetts 02110

Tel: (617) 951-8000 Fax: (617) 951-8736

Kenneth I. Schacter Theo J. Robins Brandyne S. Warren BINGHAM MCCUTCHEN LLP 399 Park Avenue New York, NY 10022

Tel: (212) 705-7000 Fax: (212) 752-5378 RESIDENTIAL FUNDING SECURITIES LLC D/B/A GMAC RFC SECURITIES, RESIDENTIAL ACCREDIT LOANS, INC., RESIDENTIAL ASSET MORTGAGE PRODUCTS, INC. AND RESIDENTIAL ASSET SECURITIES CORPORATION,

By their attorneys,

/s/ Matthew A. Martell

Matthew A. Martell (BBO #641064)
John A. Houlihan (BBO #542038)
EDWARDS ANGELL PALMER & DODGE LLP
111 Huntington Avenue
Boston, MA 02199-7613

Tel: (617) 239-0100 Fax: (617) 227-4420

HSBC SECURITIES (USA), INC. AND HSI ASSET SECURITIZATION CORPORATION,

By their attorneys,

/s/ Joseph F. Ryan

Joseph F. Ryan (BBO #435720) LYNE, WOODWORTH & EVARTS LLP 12 Post Office Square Boston, Massachusetts 02109 Tel: (617) 523-6655

Fax: (617) 248-9877 JRyan@lwelaw.com

Richard A. Spehr (pro hac vice) Michael O. Ware (pro hac vice) MAYER BROWN LLP 1675 Broadway New York, New York 10019 Tel: (212) 506-2500 Fax: (212) 262-1910

Fax: (212) 262-1910 rspehr@mayerbrown.com mware@mayerbrown.com

FBR CAPITAL MARKETS & CO.,

By its attorneys,

/s/ William T. Hogan III

William T. Hogan III (BBO #237710) NELSON MULLINS RILEY & SCARBOROUGH LLP One Boston Place, 40th Floor Boston, MA 02108

Tel: (617) 573-4700 Fax: (617) 573-4741

Margaret A. Keeley James H. Weingarten WILLIAMS & CONNOLLY LLP 725 Twelfth Street, N.W. Washington, D.C. 20005 Tel: (202) 434-5000

Fax: (202) 434-5029

FBR SECURITIZATION, INC.,

By its attorneys,

/s/ Kevin W. Clancy

Kevin W. Clancy (BBO #552590) COOKE, CLANCY & GRUENTHAL, LLP One Liberty Square Boston, MA 02109 Tel: (617) 428-6800

Fax: (617) 428-6800 Fax: (617) 428-6868

Edward J. Fuhr Eric H. Feiler Matthew P. Bosher Trevor S. Cox Hunton & Williams LLP 951 E. Byrd Street Riverfront Plaza, East Tower Richmond, VA 23219 Tel: (804) 788-8200

Fax: (804) 788-8218

AMERIQUEST MORTGAGE, SECURITIES, INC., ARGENT SECURITIES, INC. AND PARK PLACE SECURITIES, INC.,

By their attorneys,

/s/ Edward V. Colbert III

Edward V. Colbert III, BBO#566187 Nancy L. Perlman, BBO#656156 Erin E. Howard, BBO#666955 LOONEY & GROSSMAN LLP 101 Arch Street Boston, MA 02110 617-951-2800 ecolbert@lgllp.com nperlman@lgllp.com ehoward@lgllp.com

Bernard E. LeSage, admitted *pro hac vice* Karen L. Stevenson, admitted *pro hac vice* Shannon Keast, admitted *pro hac vice* BUCHALTER NEMER, P.L.C. 1000 Wilshire Blvd., Suite 1500 Los Angeles, California 90014 213-891-0700 blesage@buchalter.com kstevenson@buchalter.com skeast@buchalter.com

NOVASTAR MORTGAGE FUNDING CORPORATION,

By its attorneys,

/s/ William F. Alderman

walderman@orrick.com

William F. Alderman (Pro Hac Vice)
ORRICK, HERRINGTON & SUTCLIFFE LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669
Tel: (415) 773-5944
Fax: (415) 773-5759

Wm. Shaw McDermott (BBO #330860)
Phoebe S. Winder (BBO #567103)
Robert W. Sparkes, III (BBO #663626)
K&L GATES LLP
State Street Financial Center
One Lincoln Street
Boston, MA 02111
Tel: (617) 261-3100
Fax: (617) 261-3175
shaw.mcdermott@klgates.com
phoebe.winder@klgates.com

robert.sparkes@klgates.com

AEGIS ASSET BACKED SECURITIES CORPORATION,

By its attorneys,

/s/ R. Bruce Allensworth

R. Bruce Allensworth (BBO #015820) Phoebe S. Winder (BBO #567103) Robert W. Sparkes, III (BBO #663626) K&L GATES LLP State Street Financial Center

Boston, MA 02111 Tel: (617) 261-3100 Fax: (617) 261-3175

One Lincoln Street

bruce.allensworth@klgates.com phoebe.winder@klgates.com robert.sparkes@klgates.com

NATIONSTAR FUNDING LLC AND STANWICH ASSET ACCEPTANCE COMPANY, LLC,

By its attorneys,

/s/ Philip A. O'Connell, Jr.

Philip A. O'Connell, Jr. (BBO# 649343)

SNR DENTON US LLP

101 Federal Street

Suite 2750

Boston, MA 021109

Tel: (617) 235-6802

Fax: (617) 235-6899

philip.oconnelljr@snrdenton.com

Reid L. Ashinoff

(reid.ashinoff@snrdenton.com)

Jonathan D. Forstot

(jonathan.forstot@snrdenton.com)

Justin N. Kattan (justin.kattan@snrdenton.com)

SNR DENTON US LLP

1221 Avenue of the Americas

New York, NY 10020 Tel: (212) 768-6700

Fax: (212) 768-6800

DEUTSCHE BANK SECURITIES, INC. AND ACE SECURITIES CORP.,

By their attorneys,

/s/ Ethan J. Brown

Ethan J. Brown (BBO #634982) LATHAM & WATKINS LLP 355 South Grand Avenue Los Angeles, CA 90071-1560

Tel: (213) 485-1234 Fax: (213) 891-8763 Ethan.Brown@lw.com

Jamie L. Wine (admitted *pro hac vice*)
John M. Falzone (admitted *pro hac vice*)
Jason C. Hegt (admitted *pro hac vice*)
LATHAM & WATKINS LLP
855 Third Avenue, Suite 1000
New York, New York 10022
Tel: (212) 906-1200

POPULAR ABS, INC.

By its attorneys,

/s/ Sean T. Carnathan

Sean T. Carnathan (BBO #636889)
O'CONNOR, CARNATHAN AND MACK LLC
8 New England Executive Park, Suite 310
Burlington, Massachusetts 01803

Tel: 781.359.9000 Fax: 781.359.9001 scarnathan@ocmlaw.net

Thomas W. Dymek John J. Murphy Stradley Ronon Stevens & Young, LLP 2600 One Commerce Square Philadelphia, PA 19103 Tel: 215-564-8053

Fax: 215-564-8120 TDymek@Stradley.com JMurphy@Stradley.com Fremont Mortgage Securities Corp.

By its attorneys,

/s/ James R. Carroll
James R. Carroll (BBO #554426)
Peter Simshauser (BBO #665153)
Christian R. Jenner (BBO #669255)
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
One Beacon Street
Boston, Massachusetts 02108
(617) 573-4800
james.carroll@skadden.com
peter.simshauser@skadden.com
christian.jenner@skadden.com

LOCAL RULE 7.1(a)(2) CERTIFICATE

I, Gary Greenberg, hereby certify that on November 2, 2010, I conferred with counsel for Plaintiffs in this matter and counsel for Plaintiffs have assented to the filing of this motion.

/s/ Gary R. Greenberg
Gary R. Greenberg

CERTIFICATE OF SERVICE

I, Gary Greenberg, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to the following and those indicated as non registered participants on November 2, 2010 by U.S. mail, postage prepaid.

/s/ Gary R. Greenberg
Gary R. Greenberg